CLP Envirogas

Whinney Hill Energy Limited

Annual report

for the year ended 31 March 2014

Registered number: 03466084

Directors and advisers

Directors
E J Wilkinson
J D Paton

Company secretary
Eversecretary Limited
Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

Independent auditors
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Bankers
BNP Paribas
5 Aldermanbury Square
London
EC2V 7HR

Registered office
Units 14 & 15 Queensbrook
Bolton Technology Exchange
Spa Road
Bolton
Lancashire
BL1 4AY

Directors' report for the year ended 31 March 2014

The directors present their report and the audited financial statements for the company for the year ended 31 March 2014. This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.

Principal activities and business review

The principal activity of the company is the generation of electricity from landfill gas. The results for the year and financial position at the year end were satisfactory.

Results and dividends

The loss for the financial year amounted to £21,920 (2013: £88,590 profit).

The directors do not recommend the payment of a dividend (2013: £nil).

Directors

The directors of the company, who held office during the year and up to the date of signing the financial statements, are given below:

E J Wilkinson
J D Paton

Going concern

The company has received confirmation from MEIF LG Holding Limited, the company's intermediate parent, that financial support will be provided for a period of at least twelve months from the date of approval of those financial statements such as to enable the company to meet its obligations as they fall due. The directors therefore consider it appropriate to prepare the financial statements on a going concern basis.

Directors' third-party indemnity provision

A qualifying third-party indemnity provision as defined in section 234 of the Companies Act 2006 was in force throughout the financial year for the benefit of each of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which directors may not be indemnified, the company maintained a directors' and officers' liability insurance policy throughout the financial year and at the date of approval of the financial statements.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with those of the group and are not managed separately. The group has an agreed formal risk management policy and framework that covers identification, mitigation, control, monitoring and review of risks on a regular basis. Further discussion of group wide risks is provided within the directors' report of MEIF LG Holding Limited which does not form part of this report.

Key performance indicators

The directors of MEIF LG Holding Limited manage the group's operations on a group wide basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of Whinney Hill Energy Limited. The development, performance and position of MEIF LG Holding Limited, which includes this company, are discussed in the group's annual report which does not form part of this report.

Directors' report for the year ended 31 March 2014

Financial risk management

Given that the status of the company is that of a small trading company providing services to CLPE Projects 1 Limited, its parent company, it is exposed to limited financial risks. Those financial risks the group faces have been disclosed within the financial statements of MEIF LG Holding Limited for the year ended 31 March 2014. Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the finance department of MEIF LG Holding Limited.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure of information to auditors

So far as each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware, and they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' report for the year ended 31 March 2014

Independent auditors

In accordance with section 487(2) of the Companies Act 2006 the auditors, PricewaterhouseCoopers LLP, are deemed to be re-appointed.

By order of the board

E J Wilkinson
Director

7 August 2014

Independent auditors' report

to the members of Whinney Hill Energy Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Whinney Hill Energy Limited, comprise:

- the balance sheet as at 31 March 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Independent auditors' report

to the members of Whinney Hill Energy Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Nicholas Stevenson

Nicholas Stevenson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

7 August 2014

Profit and loss account
for the year ended 31 March 2014

	Notes	2014 £	2013 £
Turnover	2	**3,768,456**	3,149,385
Cost of sales		**(3,617,575)**	(2,830,052)
Gross profit		**150,881**	319,333
Administrative expenses		**(72,995)**	(71,534)
Operating profit	3	**77,886**	247,799
Interest payable and similar charges	5	**(107,455)**	(131,323)
(Loss)/profit on ordinary activities before taxation		**(29,569)**	116,476
Tax on (loss)/profit on ordinary activities	6	**7,649**	(27,886)
(Loss)/profit for the financial year	14	**(21,920)**	88,590

All items dealt with in the profit and loss account above relate to continuing operations.

There is no material difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents.

The company has no recognised gains or losses other than the results above and therefore no separate statement of total recognised gains and losses has been prepared.

Balance Sheet
as at 31 March 2014

	Notes	2014 £	2013 £
Fixed assets			
Tangible assets	7	**1,254,404**	1,504,397
Current assets			
Debtors	8	**707,824**	568,534
Creditors: amounts falling due within one year	9	**(1,184,587)**	(977,482)
Net current liabilities		**(476,763)**	(408,948)
Total assets less current liabilities		**777,641**	1,095,449
Creditors: amounts falling due after more than one year	10	**(400,355)**	(700,331)
Provisions for liabilities	11	**(5,653)**	(1,565)
Net assets		**371,633**	393,553
Capital and reserves			
Called up share capital	13	**10,000**	10,000
Profit and loss account	14	**361,633**	383,553
Total shareholders' funds	15	**371,633**	393,553

The financial statements on pages 7 to 15 were approved by the board of directors on 7 August 2014 and were signed on its behalf by:

E J Wilkinson
Director

Registered number: 03466084

Notes to the financial statements

for the year ended 31 March 2014

1. Accounting policies

Basis of accounting

The financial statements have been prepared on the going concern basis, under the historical cost convention in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. A summary of the more important accounting policies, which have been applied consistently, are set out below.

Going concern

Notwithstanding the fact that the company has net current liabilities, the directors have prepared the financial statements on the going concern basis. The directors have received confirmation from MEIF LG Holding Limited, of its intention to financially support the company such that the company can meet those obligations as they fall due for a period of at least twelve months from the date of the directors' approval of these financial statements.

Cash flow statement

The directors have taken advantage of the exemption in FRS 1 (revised 1996) "Cash flow statements", from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Group relief

Amounts receivable/payable in respect of tax losses surrendered to/by group companies are recognised in the year in which the losses are surrendered.

Turnover

Turnover represents the invoiced value of goods and services for electricity supplied, net of value added tax and trade discounts. Turnover is recognised when electricity generated is exported to third party customers. Income from recycled renewable obligation certificates ('Recycled ROC') is recognised when the amount is known with reasonable certainty

Accrued income comprises income relating to the current year, which has not been invoiced as at the balance sheet date.

Tangible fixed assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Finance costs incurred during the development stage of a project are capitalised, along with site preparation costs, installation costs and connection costs. Once the project is commissioned, these costs are depreciated over the estimated useful economic life of the asset constructed.

Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives from commissioning using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience.

Straight line annual rates of depreciation most widely used are:

Plant and machinery	between 6.67% and 25%

Notes to the financial statements

for the year ended 31 March 2014

1. Accounting policies (continued)

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantially enacted at the balance sheet date.

Leases

Assets held under finance leases and the related lease obligations are recorded in the balance sheet at the fair value of the leased assets at the inception of the leases. The excess of the lease payments over the recorded lease obligations is treated as a finance charge which is amortised in order to produce a constant periodic rate of charge on the remaining balance of the obligation for each accounting period.

Financial instruments

As the company has not elected to adopt FRS 26, "Financial Instruments: Recognition and Measurement", it is entitled to, and has claimed exemption from, the disclosure requirements of FRS 29, "Financial Instruments: Disclosures". Financial assets and financial liabilities are recognised upon becoming a party to the contractual provisions of the instrument.

Trade debtors

Trade debtors are non-interest bearing and are stated at their nominal value, as reduced by appropriate allowances for estimated irrecoverable amounts.

Trade creditors

Trade creditors are not interest bearing and are stated at their nominal value.

Financial liabilities

Financial liabilities instruments are classified according to the substance of the contractual arrangements entered into.

Equity interests

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

2. Turnover

Turnover arises solely from the company's principal activities in the United Kingdom, net of value added tax.

Notes to the financial statements

for the year ended 31 March 2014

3. Operating profit

Operating profit is stated after charging:

	2014	*2013*
	£	*£*
Services provided by the company's auditors:		
- fees payable for the audit	**2,128**	2,220
- fees payable for other services	**456**	302
Depreciation of fixed assets		
- owned assets	**147,866**	141,605
- assets held under finance leases	**266,379**	250,840

4. Employee information

The company paid no remuneration or wages to its directors during the year (2013: £nil) and had no other employees during the year (2013: nil). The emoluments of E J Wilkinson are paid by other group companies and recharged to CLP Envirogas Ltd as part of a management charge. This management charge also includes a recharge of administration costs borne by the parent companies on behalf of the company and it is not possible to identify separately the amount of directors' emoluments. The emoluments of J D Paton are paid by and disclosed in the financial statements of CLP Envirogas Ltd.

5. Interest payable and similar charges

	2014	*2013*
	£	*£*
Interest payable on intra group finance lease	**107,455**	131,323

6. Tax on (loss)/ profit on ordinary activities

a) Analysis of (credit)/charge in the year

	2014	*2013*
	£	*£*
Current tax		
Group relief (receivable)/payable	**(11,737)**	21,033
Total current tax (credit)/charge	**(11,737)**	21,033
Deferred tax		
Origination and reversal of timing differences	**4,936**	6,921
Change in tax rate	**(848)**	(68)
Total deferred tax	**4,088**	6,853
Tax (credit)/charge on (loss)/profit on ordinary activities	**(7,649)**	27,886

Notes to the financial statements

for the year ended 31 March 2014

6. Tax on (loss)/profit on ordinary activities (continued)

b) Factors affecting current tax (credit)/charge for the year

The tax assessed on the (loss)/profit on ordinary activities for the year differs (2013: differs) to the standard rate of corporation tax in the UK of 23% (2013: 24%). The differences are explained below:

	2014	*2013*
	£	*£*
(Loss)/profit on ordinary activities before taxation	**(29,569)**	116,476
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax of 23% (2013: 24%)	**(6,801)**	27,954
Effects of:		
Capital allowances in excess of depreciation	**(4,936)**	(6,921)
Total current tax (credit)/charge	**(11,737)**	21,033

c) Factors that may affect future charges

Announcements were made during the period by the Chancellor of the Exchequer of changes to corporation tax rates which will have an effect on the future tax charge of the company. A reduction in the corporation tax rate from 23% to 21% from 1 April 2014 and a subsequent reduction from 1 April 2015 to 20% were substantively enacted during the period. Consequently, deferred tax has been calculated at the period end using a tax rate of 20% as the majority of deferred tax is expected to be realised after 1 April 2015. The effect of the reduction in rate from 21% to 20% on the deferred tax balance has not been quantified as it is not considered to be material to the financial statements.

7. Tangible fixed assets

	Plant and machinery
	£
Cost:	
At 1 April 2013	3,708,869
Additions	164,252
At 31 March 2014	**3,873,121**
Accumulated depreciation:	
At 1 April 2013	2,204,472
Charge for the year	414,245
At 31 March 2014	**2,618,717**
Net book value:	
At 31 March 2014	**1,254,404**
At 31 March 2013	1,504,397

Included within the net book value are assets held under finance lease agreements with fellow group undertakings of £454,751 (2013: £721,130).

Notes to the financial statements

for the year ended 31 March 2014

8. Debtors

	2014	2013
	£	£
Trade debtors	**25,831**	14,086
Amounts owed by group undertaking for group relief	**10,021**	-
Prepayments and accrued income	**671,972**	554,448
	707,824	568,534

9. Creditors: amounts falling due within one year

	2014	2013
	£	£
Amounts owed to group undertakings	**389,982**	340,490
Amounts owed to group undertakings for group relief	**-**	1,716
Obligations under finance leases with group undertakings (note 12)	**285,208**	368,093
Taxation and social security	**4,305**	2,348
Accruals and deferred income	**505,092**	264,835
	1,184,587	977,482

The amounts owed to group undertakings are unsecured, do not bear interest, and are repayable on demand.

10. Creditors: amounts falling due after more than one year

	2014	2013
	£	£
Obligations under finance leases with group undertakings (note 12)	**400,355**	700,331

Notes to the financial statements

for the year ended 31 March 2014

11. Provision for liabilities

Deferred tax

	2014	*2013*
	£	£
Deferred tax comprises:		
Accelerated capital allowances	**5,653**	1,565
Total deferred tax liability	**5,653**	1,565
At 1 April	**1,565**	(5,288)
Deferred tax charge in profit and loss account for year	**4,088**	6,853
At 31 March	**5,653**	1,565

Deferred tax is calculated at 20% (2013: 23%)

12. Finance lease commitments

At 31 March 2014 the company holds a finance lease agreement with a fellow group undertaking, for the provision of plant and machinery for which the payments extend over a number of years.

Obligations under finance leases fall due as follows:	*2014*	*2013*
	£	£
In one year or less, or on demand	**285,208**	368,093
Between one and two years	**316,785**	285,208
Between two and five years	**83,570**	415,123
	685,563	1,068,424

13. Called up share capital

	2014	*2013*
	£	£
Authorised		
10,000 (2013: 10,000) ordinary shares of £1 each	**10,000**	10,000
Allotted and fully paid		
10,000 (2013: 10,000) ordinary shares of £1 each	**10,000**	10,000

Notes to the financial statements
for the year ended 31 March 2014

14. Profit and loss account

	Profit and loss account £
At 1 April 2013	383,553
Loss for the financial year	(21,920)
At 31 March 2014	**361,633**

15. Reconciliation of movements in total shareholders' funds

	2014 £	*2013* £
Opening total shareholders' funds	**393,553**	304,963
(Loss)/profit for the financial year	**(21,920)**	88,590
Closing total shareholders' funds	**371,633**	393,553

16. Contingent liabilities

At 31 March 2014 the company was guarantor with other group companies, of loans totalling £76,442,000 (2013: £82,186,000), made by the group's bankers.

17. Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, "Related party disclosures" on the grounds that it is a wholly owned subsidiary of a group headed by Macquarie European Infrastructure Fund LP.

18. Ultimate parent undertaking

CLPE Projects 1 Limited is the immediate parent undertaking and Macquarie European Infrastructure Fund LP (an English limited partnership with its registered office at PO Box 60, Carinthia House, 9-12 The Grange, St Peter Port, Guernsey, GY1 4BF) is the ultimate parent undertaking and controlling party.

MEIF LG Energy Limited is the holding company of the smallest group of undertakings for which group financial statements are drawn up and Macquarie European Infrastructure Fund LP is the holding company of the largest group of undertakings for which group financial statements are drawn up. Copies of these financial statements are available from the address above.